

RECORDATION NO. 13685-N  
Filed 1425

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RECORDATION NO. 13685-M  
Filed 1425

DEC 27 1982 12 10 PM

13685-M

DEC 27 1982 12 10 PM

INTERSTATE COMMERCE COMMISSION  
-3518023

13685-N

INTERSTATE COMMERCE COMMISSION

Ms. Agatha L. Mergenovich,  
Secretary  
Interstate Commerce Commission  
Washington, D. C. 20423

No. DEC 27 1982

Date

Fee \$ 20.00

ICC Washington, D. C.

Re: Southern Pacific 82-1

RECEIVED  
DEC 27 12 06 PM '82  
FEE OPERATION BR.  
I.C.C.

Dear Ms. Mergenovich:

Enclosed for recordation under Section 11303(a) of Title 49 of the U.S. Code are the original and two counterparts of each of Acceptance Supplement No. 11 dated December 27, 1982 and Acceptance Supplement No. 10 dated December 27, 1982 executed pursuant to an Equipment Lease Agreement dated as of March 1, 1982, as amended by the First Amendment dated as of November 5, 1982 (collectively the "Lease") each between Southern Pacific Transportation Company, as lessee, and MMB Partners, as lessor, which is the primary document for these Acceptance Supplements. These Acceptance Supplements are secondary documents; their primary document was filed on June 29, 1982 at 12:45 P.M. and assigned recordation no. 13685.

A general description of the railroad maintenance-of-way equipment covered by the enclosed documents and intended for use related to interstate commerce is set forth in Schedule A attached hereto and made a part hereof.

The names and addresses of the parties to these documents are as follows:

Lessor: MMB Partners  
c/o Mitsui Manufacturers Bank  
135 East Ninth Street  
Los Angeles, California 90015

Lessee: Southern Pacific Transportation  
Company  
One Market Plaza  
San Francisco, California 94111

The undersigned is the Lessor mentioned in the enclosed documents and has knowledge of the matters set forth therein.

Please return the original and one counterpart of each of these documents to Ms. Janice Wajda, Chapman and Cutler, 111 West Monroe Street, Chicago, Illinois 60603.

Also enclosed is a check in the amount of \$20.00 covering the required recording fee.

Counterpart for 3 - C.T. Kappeler

A short summary of the enclosed documents to appear in the Index follows:

Acceptance Supplement No. 11 dated December 27, 1982 and Acceptance Supplement No. 10 dated December 27, 1982, both executed pursuant to the Equipment Lease Agreement dated as of March 1, 1982, as amended by the First Amendment dated as of November 5, 1982, each between MMB Partners, as Lessor, c/o Mitsui Manufacturers Bank, 135 East Ninth Street, Los Angeles, California 90015, and Southern Pacific Transportation Company, as Lessee, One Market Plaza, San Francisco, California 94111, covering railroad maintenance-of-way equipment.

Very truly yours,

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation

By Mitsui Manufacturers Bank,  
Its Managing Partner

By

Its

By

Its

LESSOR

DESCRIPTION OF EQUIPMENT

<u>Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Serial No.</u>
134	Tamper	Jackson-	139274
		Jordan	
135	Tamper	"	139273
136	Tie Remover	Kershaw	47-152
137	Tie Remover	"	47-153
138	Ballast Regulator	"	26-1628
139	Ballast Regulator	"	26-1629
140	Yard Cleaner	"	29-179
141	Rhino Ramp/ Hostling Tractor	Louis Heller	1H9H3CA83CF027008
142	Rhino Ramp/ Hostling Tractor	"	1H9H3CA85CF027009
143	Rhino Ramp/ Hostling Tractor	"	1H9H3CA81CF027010
144	Rhino Ramp/ Hostling Tractor	"	1H9H3CA83CF027011
145	Rhino Ramp/ Hostling Tractor	"	1H9H3CA85CF027012
146	Rhino Ramp/ Hostling Tractor	"	1H9H3CA87CF027013
147	Rhino Ramp/ Hostling Tractor	"	1H9H3CA89CF027014
148	Rhino Ramp/ Hostling Tractor	"	1H9H3CA80CF027015
149	Rhino Ramp/ Hostling Tractor	"	1H9H3CA82CF027016
150	Rhino Ramp/ Hostling Tractor	"	1H9H3CA84CF027017
151	Rhino Ramp/ Hostling Tractor	"	1H9H3CA86CF027018
152	Rhino Ramp/ Hostling Tractor	"	1H9H3CA88CF027019
153	Rhino Ramp/ Hostling Tractor	"	1H9H3CA84CF027020
154	Rhino Ramp/ Hostling Tractor	"	1H9H3CA86CF027021
155	Rhino Ramp/ Hostling Tractor	"	1H9H3CA88CF027022
156	Rhino Ramp/ Hostling Tractor	"	1H9H3CA8XCF027023
157	Rhino Ramp/ Hostling Tractor	"	1H9H3CA81CF027024
158	Rhino Ramp/ Hostling Tractor	"	1H9H3CA83CF027025
159	Rhino Ramp/ Hostling Tractor	"	1H9H3CA86CF027026

<u>Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Serial No.</u>
160	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA87CF027027
161	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA89CF027028
162	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA80CF027029
163	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA87CF027030
164	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA89CF027031
165	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA80CF027032
166	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA82CF027053
167	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA84CF027056
168	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA86CF027035
169	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA88CF027036
170	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA8XCF027037
171	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA81CF027038
172	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA83CF027039
173	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA8XCF027040
174	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA81CF027041
175	Rhino Ramp/ Hostling Tractor	" "	1H9H3CA83CF027042
176	Crib Cleaner Model CR-312	Plasser	1556
177	Norberg Model "B" Hydra Spiker	Rexnord	162
178	Norberg Model "B" Hydra Spiker	" "	161
179	Ozark Spike Re-Cla-Mer	Ozark Railway Supplies, Inc.	009
180	Ozark Spike Re-Cla-Mer	" "	010

**Interstate Commerce Commission**  
Washington, D.C. 20423

OFFICE OF THE SECRETARY

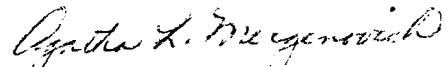
Ms. Janice Wajda  
Chapman and Cutler  
111 West Monroe  
Chicago, Illinois 60603

December 27, 1982

Dear **Madam:**

The enclosed document(s) was recorded pursuant to the provisions of Section 11303 of the Interstate Commerce Act, 49 U.S.C. 11303, on 12/27/82 12:10PM , and assigned re-  
recording number(s). 13685-M, 13685-N, & 13686-F

Sincerely yours,

  
Agatha L. Mergenovich  
Secretary

Enclosure(s)

RECORDATION NO. 13685-M FIM 1426ACCEPTANCE SUPPLEMENT

DEC 27 1982 - 12 10 PM

No. 10Date of Acceptance DEC 28 1982**INTERSTATE COMMERCE COMMISSION**

THIS ACCEPTANCE SUPPLEMENT is executed pursuant to that certain Equipment Lease Agreement (Lease) dated as of March 1, 1982 between MMB Partners, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation and Southern Pacific Transportation Company.

The terms used herein shall have the meaning given to such terms in the Lease.

Lessee hereby confirms that the Unit described on Schedule A hereto has been delivered as of this date and that the Term of the Lease with respect to such Unit shall be as provided in Schedule A and in the Lease and Schedule thereto.

Lessee confirms that, at the time of delivery set forth on Schedule A to this Acceptance Supplement, (a) such Unit has been examined by duly appointed and authorized representatives of Lessee; (b) such Unit was duly accepted by Lessee as a Unit for leasing under the Lease; (c) such Unit became subject to and governed by the terms of the Lease; and (d) Lessee became obligated to pay to Lessor the Quarterly Rent and all other amounts provided for in the Lease and the Schedule with respect to such Unit.

Lessee represents and warrants that the Unit covered hereby is new Section 38 property and was not placed in the service or otherwise used prior to delivery and acceptance of such Unit under the Lease.

Lessee further represents and warrants that (i) no default or event which, with the giving of notice or the lapse of time, or both, would become such a default under the Lease has occurred and is continuing; and (ii) the representations and warranties of Lessee contained in the Lease and any agreement relating thereto are true and correct on and as of the date hereof.

MMB PARTNERS, a California general partnership acting pursuant to a Restated and Amended Partnership Agreement dated as of December 15, 1981 between Mitsui Manufacturers Bank and Steiner Financial Corporation  
Mitsui Manufacturers Bank, Managing Partner

By [Signature]Its [Signature]By [Signature]Its A.V.P.

SOUTHERN PACIFIC TRANSPORTATION COMPANY

By [Signature]Its MGR. LEASING - COMPUTERS  
& M OF W PRODUCTS

Staple  
Staple

STATE OF CALIFORNIA

COUNTY OF

Los Angeles

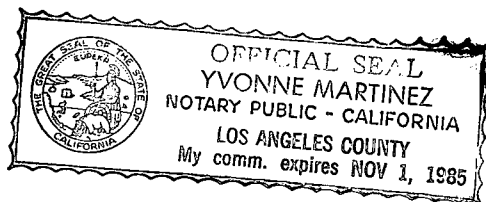
SS.

On this the 23<sup>rd</sup> day of December 1982, before me, the undersigned Notary Public, in and for said County and State, personally appeared Yol M. Inohu, Vice Pres. & Judith R. Ruby, Asst. V.P., proved to me on the basis of satisfactory evidence to be the person(s) whose name(s) are subscribed to the within, instrument, and acknowledged that they executed the same.

Yvonne Martinez



FOR NOTARY SEAL OR STAMP



STATE OF CALIFORNIA )  
 ) SS  
COUNTY OF SAN FRANCISCO )

On this \_\_\_\_ day of \_\_\_\_\_, 1982, before me personally appeared \_\_\_\_\_ to me personally known, who being by me duly sworn, says that he is the \_\_\_\_\_ of STEINER FINANCIAL CORPORATION, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.

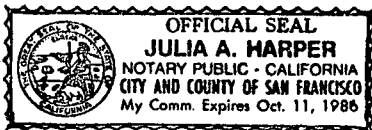
\_\_\_\_\_  
Notary Public

[NOTARIAL SEAL]

My commission expires:

STATE OF CALIFORNIA )  
 ) SS  
COUNTY OF SAN FRANCISCO )

On this 22<sup>nd</sup> day of December, 1982, before me personally appeared H. W. Meedon, to me personally known, who being by me duly sworn, says that he is the Mgr - Leasing Computers of SOUTHERN PACIFIC TRANSPORTATION COMPANY, that said instrument was signed on behalf of said corporation by authority of its Board of Directors, and he acknowledged that the execution of the foregoing instrument was the free act and deed of said corporation.



\_\_\_\_\_  
*Julia A. Harper*  
Notary Public

[NOTARIAL SEAL]

My commission expires: October 11, 1986



Attachments to  
Acceptance Supplement #10  
Southern Pacific  
Interim Funding  
December 27, 1982

Commencement Date January 1, 1983

<u>Acceptance Supplement Unit No.</u>	<u>Equipment Description</u>	<u>Vendor</u>	<u>Equipment Cost</u>	<u>Rental Payment Quarterly</u>	<u>Term</u>	<u>Serial No.</u>	<u>Location</u>	<u>Invoiced For Sales Tax</u>	<u>Sales Tax Status</u>	<u>P.O. Number</u>	<u>Co</u>
10/176	Spike Re-Cla-Mer	Ozark	79,817.97	3747.29	6 yrs.	009	Oakland, CA	No	Exempt	0800-64-01513	
10/177	Spike Re-Cla-Mer	Ozark	79,817.97	3747.29	6 yrs.	010	Oakland, CA	No	Exempt	0800-64-01513	
10/178	Nordberg Model "B" Hydra Spiker	Rexnord	81,663.00	<del>4083.12</del> 3833.91	6 yrs.	161	Oakland, CA	Yes	Exempt	0800-64-04513	
10/179	Nordberg Model "B" Hydra Spiker	Rexnord	<del>86,971.10</del> 81,663.00	3833.91	6 yrs.	162	Houston, TX	Yes	Non-Exempt	W800-64-04513	
10/180	Crib Cleener	Plasser	121,329.70	5696.19	6 yrs.	1556	Oakland, CA	No	Exempt	0800-64-90813	
			<del>\$449,599.74</del> 444,291.54	<del>\$21,107.80</del> 20818.59							